

# **Exhibit 17**

**ACQUISITION OF ASSETS**  
**of**  
**MARY IMMACULATE HOSPITAL**  
**and**  
**ST. JOHN'S QUEENS HOSPITAL**  
**by**  
**CARITAS HEALTH CARE, INC.**

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**CLOSING DOCUMENTS**

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**January 1, 2007**

CARITAS HEALTH CARE, INC.  
ST. VINCENTS CATHOLIC MEDICAL CENTERS OF NEW YORK  
CMC PHYSICIAN SERVICES, P.C.  
CMC RADIOLOGICAL SERVICES, P.C.  
CMC CARDIOLOGY SERVICES, P.C.

CLOSING INDEX

**Pre-Closing Documents**

1. Certificate of Incorporation of Caritas Health Care Planning, Inc. ("Caritas")
2. Certificate of Amendment of the Certificate of Incorporation of Caritas
3. Certificate of Incorporation of Brooklyn-Queens Health Care, Inc. (WHMC Properties, Inc.) ("BQHC")
4. Certificate of Amendment of the Certificate of Incorporation of BQHC (WHMC Properties, Inc.)
5. Asset Purchase Agreement among Saint Vincents Catholic Medical Centers of New York ("SVC MC") and CMC Cardiology Services, PC, CMC Physician Services, PC and CMC Radiology Services, PC (collectively, "Sellers") and Caritas (with Exhibits), dated as of May 16, 2006.
6. Disclosure Schedules to the Asset Purchase Agreement.
7. Amendment No. 1 to the Asset Purchase Agreement.
8. Amendment No. 2 to the Asset Purchase Agreement.
9. Amendment No. 3 to the Asset Purchase Agreement.
10. Escrow Agreement among Sellers, Caritas and Commerce Bank.
11. Amended and Restated Agreement between Caritas and 1199SEIU National Benefit Fund for Health and Human Care Employees on its own behalf and as collections agent for 1199SEIU Health Care Employees Pension Fund, the League/1199 SEIU Training and Upgrading Fund and 1199SEIU/Employer Child Care Fund and 1199SEIU United Healthcare Workers East.
12. Amended and Restated Memorandum of Agreement between 1199SEIU United Healthcare Workers East and Caritas.
13. Bankruptcy Court Sale Order (without exhibits).
14. Administrative Services Agreement between Caritas and BQHC.

15. Administrative Services Subcontract between BQHC and Wyckoff Heights Medical Center.
16. Internal Revenue Service Determination Letter to Caritas.
17. Stipulation and Order Providing for the Assumption and Assignment of Medicare Provider Agreement and Numbers for Queens Hospitals (with side letter dated October 11, 2006).
18. Stipulation and Order providing for the Settlement of Claims of the Office of the Medicaid Inspector General.
19. Stipulation and Order providing for the Assumption and Assignment of Medicaid Provider Agreement and Numbers.
20. Approval of Certificate of Need by the Public Health Council.
21. Certificates of Assumed Name for Caritas.
22. Notice of Estimated Fixed Amount from SVCMC.

**Closing Deliveries**

23. Bill of Sale from Sellers to Caritas.
24. Bargain and Sale Deed with Covenants against Grantor's Acts from Sellers to Caritas for 10 properties located in Queens County.
25. Bargain and Sale Deed with Covenants against Grantor's Acts from Sellers to Caritas for premises at 114-39/49 Sutphin Boulevard, Jamaica.
26. Bargain and Sale Deed with Covenants against Grantor's Acts from Sellers to Caritas for premises at 88-25 153<sup>rd</sup> Street, Jamaica (Parsons Manor).
27. Assignment and Assumption Agreement between Sellers and Caritas (regarding Purchased Assets).
28. Assignment between Sellers and Caritas (regarding intellectual property).
29. Assignment and Assumption of Ground Lease between SVCMC and Caritas (regarding St. Dominic's).
30. Assignment and Assumption of Operating Lease Agreement between SVCMC and Caritas (regarding St. Dominic's).
31. Assumption Agreement between SVCMC and Caritas (regarding mortgage on St. Dominic's).
32. Promissory Note from Caritas to SVCMC.

33. Additional Promissory Note from Caritas to SVCMC.
34. Mortgage, Security Agreement, Assignment of Leases, Rents and Profits, Financing Statement and Fixture Filing made from Caritas to SVCMC.
35. UCC-1 Financing Statement for the benefit of SVCMC.
36. Behavioral Health Consulting Agreement between SVCMC and Caritas.
37. Cardiac Patient Transfer and Affiliation Agreement between SVCMC and St. John's Queens Hospital.
38. Clinical Sponsorship Agreement between Caritas and SVCMC.
39. Medical Records Storage and Custody Agreement between Sellers and Caritas.
40. Residency Rotation Agreement between SVCMC and Caritas (re St. John's Queens Hospital).
41. Amendment of Lease between Queens Office Tower Limited Partnership and SVCMC, with respect to 95-25 Queens Boulevard, Rego Park, NY.
42. Consent/Agreement between General Electric Capital Corporation and SVCMC.
43. Letter from the Joint Commission on Accreditation of Healthcare Organizations to SVCMC (Confirmation of Compliance).
44. Estoppel Certificate from SVCMC to Caritas regarding 89-30 161<sup>st</sup> Street, Jamaica, New York.
45. Estoppel Certificate from SVCMC to Caritas regarding 95-25 Queens Boulevard, 1<sup>st</sup> & 2<sup>nd</sup> Floors, Rego Park, New York.
46. Estoppel Certificate from SVCMC to Caritas regarding 95-25 Queens Boulevard, 3<sup>rd</sup> & 4<sup>th</sup> Floors, Rego Park, New York.
47. Estoppel Certificate from SVCMC to Caritas regarding 95-25 Queens Boulevard, 5<sup>th</sup> Floor, Rego Park, New York.
48. Estoppel Certificate from SVCMC to Caritas regarding 147-18 Archer Avenue, Jamaica, New York.
49. Estoppel Certificate from SVCMC to Caritas regarding 147-20 Archer Avenue, Jamaica, New York.
50. Estoppel Certificate from SVCMC to Caritas regarding 161-10 Union Turnpike, Flushing, New York.
51. Good Standing Certificate of Caritas.

52. Good Standing Certificate of Wyckoff Heights Medical Center.
53. Good Standing Certificate of SVCMC.
54. Good Standing Certificate of CMC Cardiology Services, PC.
55. Good Standing Certificate of CMC Physician Services, PC.
56. Good Standing Certificate of CMC Radiological Services, PC.
57. Good Standing Certificate of CMC Occupational Health Services, PC.
58. Non-Foreign Entity Certification from SVCMC.
59. Notice from SVCMC to Commerce Bank, N.A.
60. Closing Notices to Commerce Bank pursuant to Escrow Agreement.
61. Documents related to Primary Care Development Corporation ("PCDC").
  - A. Purchaser Agreement among Caritas, the Dormitory Authority of the State of New York, PCDC and New York City.
  - B. Certification by Caritas.
  - C. Certification of Facts by General Counsel of Caritas .
  - D. Opinion of Proskauer Rose LLP.
62. Secretary's Certificate of Purchaser.
63. Secretary's Certificate of CMC Cardiology Services, PC.
64. Secretary's Certificate of CMC Physician Services, PC.
65. Secretary's Certificate of CMC Radiological Services, PC.
66. Secretary's Certificate of SVCMC.
67. Secretary's Certificate of Wyckoff Heights Medical Center.
68. Officer's Certificate of Caritas.
69. Officer's Certificate of SVCMC.
70. Officer's Certificate of CMC Cardiology Services, PC.
71. Officer's Certificate of CMC Physician Services, PC.
72. Officer's Certificate of CMC Radiological Services, PC.

- 73. Escrow Letter Agreement among Sellers, Caritas and Chicago Title Insurance Company.
- 74. Escrow Agreement among Caritas, SVCMC, the PC's and Commerce Bank re IPRO, pursuant to Amendment No. 3 to the Asset Purchase Agreement.
- 75. Confession of Judgment in favor of 1199SEIU.

**Post-Closing Deliveries**

- 76. Partial Assignment and Assumption Agreement among SVCMC, Citicorp and Caritas.
- 77. Partial Assignment and Assumption Agreement among DeLage Landen Financial Services, Inc., SVCMC and Caritas.